

**Chapman and Cutler LLP**  
Attorneys at Law • Focused on Finance®

RECORDATION NO 30382-B  
FILED  
September 12, 2012 02:15 PM  
SURFACE TRANSPORTATION BOARD

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September 12, 2012

Chief  
Section of Administration  
Office of the Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Union Pacific Railroad Company  
Capital Lease Financing  
UPRR 2012-A

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2012-A), dated as of September 13, 2012, among Union Pacific Railroad Company, as lessee (the "*Lessee*"), PNC Equipment Finance, LLC, as lessor (the "*Lessor*"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2012-A), dated as of September 13, 2012, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, Nebraska 68179

Lessor: PNC Equipment Finance, LLC  
995 Dalton Avenue  
Cincinnati, OH 45203

3240866.01.87.doc

1983832  
Chicago New York Salt Lake City San Francisco Washington, DC

Chapman and Cutler LLP

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
MAC: U1228-120  
260 North Charles Lindburgh Drive  
Salt Lake City, Utah 84116  
Attention: Corporate Trust Department

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

100 GE AC4400CW Locomotives within the series SP 107 - SP 192 and  
UP 6148 - UP 6399 as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2012-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Edward M. Luria, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER LLP

By Karl T. Williams  
Karl T. Williams

KTW/db  
Enclosures

# **EXHIBIT A**

## **TYPE A EQUIPMENT**

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
<b>GE AC4400CW Locomotives</b>	<b>100</b>	<b>SP 107</b> <b>SP 144</b> <b>SP 177</b> <b>SP 187</b> <b>SP 192</b> <b>UP 6148 through UP 6164, inclusive</b> <b>UP 6166 through UP 6169, inclusive</b> <b>UP 6171 through UP 6196, inclusive</b> <b>UP 6198 through UP 6215, inclusive</b> <b>UP 6217 through UP 6235, inclusive</b> <b>UP 6237 through UP 6239, inclusive</b> <b>UP 6241 through UP 6243, inclusive</b> <b>UP 6245</b> <b>UP 6246</b> <b>UP 6272</b> <b>UP 6347</b> <b>UP 6399</b>

**MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 1  
(UPRR 2012-A)**

Memorandum of Lease and Indenture Supplement No.1 (UPRR 2012-A), made and entered into as of September 13, 2012, by and among PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

**WITNESSETH:**

1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2012-A), dated as of September 1, 2012 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2012-A), dated as of September 1, 2012 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memoranda of said Lease Agreement and said Indenture are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 1 (UPRR 2012-A), dated September 13, 2012, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PNC EQUIPMENT FINANCE, LLC

By   
Name: Cheree F. Kurela  
Title: Vice President

Executed on this 7<sup>th</sup> day of September, 2012.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September, 2012.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2012.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PNC EQUIPMENT FINANCE, LLC

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2012.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 7<sup>th</sup> day of September, 2012.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2012.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PNC EQUIPMENT FINANCE, LLC

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of September, 2012.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September, 2012.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as Indenture  
Trustee

By  \_\_\_\_\_

Name: David Wall

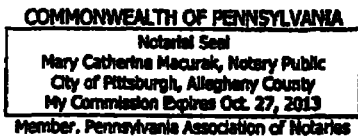
Title: Assistant Vice President

Executed on this 4th day of September, 2012.

STATE OF PENNSYLVANIA     )  
  ) SS.:  
COUNTY OF ALLEGHENY     )

On this, the 14 day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Cheree F. Kurela, who being by me duly sworn, says that (s)he is the Vice President of PNC EQUIPMENT FINANCE, LLC, that said instrument was signed on September 2, 2012 on behalf of said limited liability company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Mary Catherine Macurak  
Name  
Notary Public  
My Commission Expires:  
Residing in Pittsburgh Pa

STATE OF NEBRASKA     )  
  ) SS:  
COUNTY OF DOUGLAS     )

On this, the \_\_\_\_ day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on September \_\_, 2012, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2012-A)  
Notary



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of PNC EQUIPMENT FINANCE, LLC, that said instrument was signed on September \_\_, 2012 on behalf of said limited liability company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

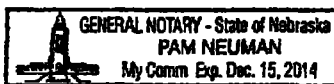
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 7<sup>th</sup> day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on September 7, 2012, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

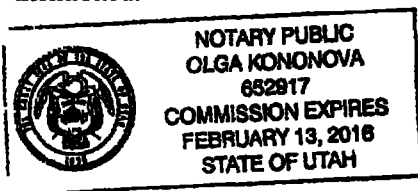
Pam Neuman  
\_\_\_\_\_  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-2014  
Residing in Omaha, NE

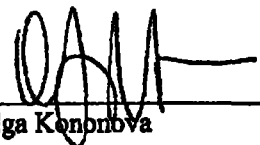
Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2012-A)  
(Notary)

STATE OF UTAH                                 )  
  ) SS:  
COUNTY OF SALT LAKE                     )

On this, the 4th day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared David Wall, who being by me duly sworn, says that he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September 4, 2012 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
\_\_\_\_\_  
Name: Olga Kononova  
Notary Public  
My Commission Expires: February 13, 2016  
Residing in Salt Lake City, Utah

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2012-A)

Notary

**EXHIBIT A**

**TYPE A EQUIPMENT**

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
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